

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

December 15, 1999

RECORDATION NO. 22607-A, B, C, D, E FILED

DEC 15 '99 1:15 PM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1999 B-1

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the primary documents and the secondary document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (UPRR 1999 B-1), dated December 16, 1999, between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "*Lessor*"), and Union Pacific Railroad Company, as lessee (the "*Lessee*");
- (2) Memorandum of First Mortgage (UPRR 1999 B-1), dated December 16, 1999, between the Lessor, as mortgagor (the "*Mortgagor*"), the Lessee and First Security Bank, National Association, as security trustee (the "*Security Trustee*");
- (3) Memorandum of Trust Indenture and Security Agreement (UPRR 1999 B-2), dated December 16, 1999, between the Lessee and the Security Trustee;
- (4) Memorandum of Lessee Mortgage Agreement (UPRR 1999 B-1), dated December 16, 1999, between the Lessor and the Lessee; and
- (5) Memorandum of Lessor Security Agreement (UPRR 1999 B-1), dated December 16, 1999, between the Lessor, the Lessee and the Security Trustee.

RECORDATION NO. 22607-A FILED
DEC 15 '99 1:15 PM

**MEMORANDUM OF FIRST MORTGAGE
(UPRR 1999 B-1)**

Memorandum of First Mortgage, made and entered into on December 16, 1999 by and between TREBON Verwaltungsgesellschaft mbH & Co. Vermietungs KG, a German limited liability partnership ("*Mortgagor*"), Union Pacific Railroad Company, a Delaware corporation ("*Company*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

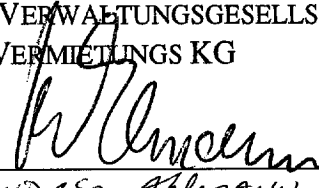
WITNESSETH:

The undersigned have entered into that certain First Mortgage (UPRR 1999 B-1) (the "*First Mortgage*"), dated December 16, 1999, by which each of the Mortgagor and the Company has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Security Trustee in order to secure the performance of their respective obligations as described in the First Mortgage.

* * *

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TREBON VERWALTUNGSGESELLSCHAFT MBH
& CO. VERMIETUNGS KG

By 

Name: ANDREO AHLMANN

Title: ATTORNEY IN FACT

Executed on this 13th day of December, 1999.

UNION PACIFIC RAILROAD COMPANY

By 

Name: John B. Larsen

Title: Assistant Treasurer

Executed on this 10th day of December, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____


Name:

Title:

Executed on this ____ day of December, 1999.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TREBON VERWALTUNGSGESELLSCHAFT MBH
& CO. VERMEIßUNGS KG

By 

Name: Andree Ahlmann

Title: Attorney-in-Fact

Executed on this 13th day of December, 1999.

UNION PACIFIC RAILROAD COMPANY

By _____

Name: John B. Larsen

Title: Assistant Treasurer

Executed on this ____ day of December, 1999.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By 

Name: **Brett R. King**

Title: **Vice President**

Executed on this 10th day of December, 1999.

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS.:

On this, the 13th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared ANDRES AHLMAN, who being by me duly sworn, says that (s)he is the ATTORNEY AT LAW of TREBON VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, that said instrument was signed on December 13, 1999 on behalf of said limited liability partnership by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



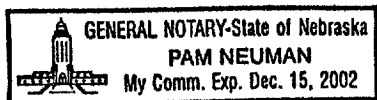
Melissa J. Green
Name: MELISSA J. GREEN
Notary Public
My Commission Expires: 10-19-03
Residing in COOK COUNTY

STATE OF Nebraska)
)
COUNTY OF Douglas)

SS.:

On this, the 10th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December 10, 1999 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

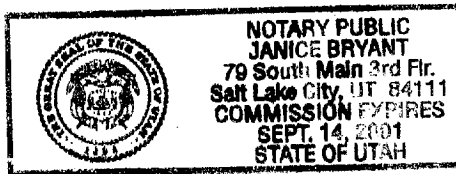


Pam Neuman
Name: Pam Neuman
Notary Public
My Commission Expires: 12-15-02
Residing in Omaha, NE

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this, the 10th day of December, 1999, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 10, 1999 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



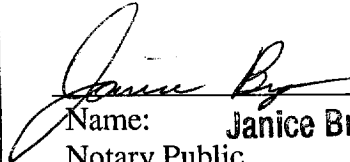

Name: Janice Bryant
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043M-AC Diesel Electric Locomotives	14	8288 through 8301, inclusive
General Motors Corporation (Electro-Motive Division) Model SD9060M-AC Diesel Electric Locomotives	1	8501